

**FORM 51-102F3
Material Change Report**

1. Name and Address of Company:

DeepMarkit Corp. (the "**Company**" or "**DeepMarkit**")
Suite 202, 615 – 15th Avenue SW
Calgary, AB T2R 0R4 Canada

2. Date of Material Change:

October 4, 2022

3. News Release:

A news release relating to the material change described herein was released through the facilities of Canada Newswire on October 5, 2022.

4. Summary of Material Change:

The Company announced voting results from its annual general and special meeting of shareholders held October 4, 2022 in Calgary, Alberta.

5. Full Description of Material Change:

5.1 Full Description of Material Change

Please see attached Schedule "A" for further details regarding the news release disseminated.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Subsection 7.1(2) of National Instrument 51-102 *Continuous Disclosure Obligations*:

Not applicable.

7. Omitted Information:

Not applicable.

8. Executive Officer Knowledgeable of Material Change:

Ranjeet Sundher, Chief Executive Officer

9. Date of Report:

October 12, 2022.

SCHEDULE "A"

(see attached)



deepmarket

TSXV: MKT OTC: MKTDF FRA: DEP

NEWS RELEASE

DeepMarket Announces Voting Results at its Annual General and Special Meeting of Shareholders

Calgary, Alberta – October 5, 2022 / CNW / – DeepMarket Corp., (“DeepMarket” or the “Company”) (TSXV: MKT) (OTC: MKTDF) (FRA: DEP), a company focused on transitioning the global carbon offset market to the more accessible digital economy by minting carbon offsets onto the blockchain, is pleased to report the voting results from its annual general and special meeting of shareholders held yesterday, October 4, 2022, in Calgary, Alberta (the “Meeting”). All nominees, as set forth in the Company’s management information circular dated September 2, 2022 (the “Information Circular”) were re-elected as directors of the Company, each receiving greater than 99% of affirmative votes.

At the Meeting, shareholders also approved: (1) the appointment of Crowe MacKay LLP, Chartered Accountants as auditor of the Company, (2) the adoption of a revised rolling 10% stock option plan, (3) the adoption of the fixed 10% equity incentive compensation plan (the “Incentive Plan”), (4) the approval of Radiance Assets Berhad as a control person of the Company, (5) the ratification of the grant of an aggregate of 15,800,000 restricted share units (“RSUs”), (6) the repricing of 3,400,000 existing stock options held by Insiders of the Company, as such term is defined in the policies of the TSX Venture Exchange (the “Exchange”), and (7) the authorization for the Board to name change of the Company to First Carbon Inc. or such other name determined by the Board, each as further described in the Information Circular.

The Incentive Plan governs the terms of any RSU and deferred share unit (“DSU”) (collectively the “Awards”) granted under the fixed Incentive Plan, to directors, officers, employees and consultants of the Company and its subsidiary. The Company has reserved for issuance up to 16,986,282 Common Shares, being 10% of the issued and outstanding Common Shares of the Company on the Meeting Date, pursuant to the Incentive Plan. The purposes of the Incentive Plan are to: (i) provide the Company with a mechanism to attract, retain and motivate highly qualified directors, officers, employees and consultants; (ii) align the interests of eligible participants of the Incentive Plan with that of other shareholders of the Company generally; and (iii) enable and encourage participants to participate in the long-term growth of the Company through the acquisition of Awards and common shares as long-term investments.

Further to the Company's announcement on September 2, 2022, the Company also announces that it has amended existing stock options to purchase 14,980,000 common

shares of the Company to reduce the exercise price from \$0.2125 to \$0.15, including 3,400,000 options held by Insiders of the Company for which shareholder approval was sought and obtained at the Meeting in accordance with TSXV policies. The option amendments remain subject to TSXV approval.

ABOUT DEEPMARKIT

DeepMarkit Corp. is a company focused on democratizing access to the voluntary carbon offset market by minting offsets into NFTs. Its common shares are listed on the TSX Venture Exchange under the "MKT" stock symbol, on the OTC market in the United States under the "MKTDF" symbol and on the Frankfurt Stock Exchange under the "DEP" symbol. DeepMarkit Corp. is a software infrastructure company operating in the tokenization vertical of the blockchain. Its primary asset, MintCarbon.io, is a web-based platform that facilitates the minting of carbon offsets into NFTs (based on the ERC-1155 standard) or other secure tokens (based on the ERC-20 standard).

On behalf of:

DEEPMARKIT CORP.

"Ranjeet Sundher"
Ranjeet Sundher, CEO

For more information, please contact:

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Twitter: @DeepMarkit

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.

CAUTIONARY STATEMENT

Statements in this news release may contain forward-looking information. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements, including statements relating to obtaining TSXV approval for the amendment of stock options. The reader is cautioned that assumptions used in the preparation of any forward- looking information may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of DeepMarkit. Additional information regarding risks and uncertainties of the Company's business are contained under the heading "Business Risks and Uncertainties" in the Company's MD&A in respect of the period ended June 30, 2022 and the Company's other public filings which are available under the Company's profile on SEDAR at www.sedar.com. Various factors can cause the actual results to differ materially

from those in forward-looking statements. The reader is cautioned not to place undue reliance on any forward-looking information.

The forward-looking statements contained in this news release are made as of the date of this news release and DeepMarkit does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.

SOURCE: DEEPMARKIT CORP.